

Hearing Date and Time: June 20, 2019 at 10:00 a.m. (Eastern Time)

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re :
: **Chapter 11**
SEARS HOLDINGS CORPORATION, *et al.*, :
: **Case No. 18-23538 (RDD)**
:
Debtors.¹ : **(Jointly Administered)**
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**TRANSFORM HOLDCO LLC'S NOTICE OF HEARING FOR
ASSUMPTION AND ASSIGNMENT OF CERTAIN DESIGNATABLE
LEASES SUBJECT TO BANKRUPTCY CODE SECTION 365(d)(4) EXTENSIONS**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

PLEASE TAKE NOTICE that pursuant to the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the “Amended Case Management Order”) and the *Order (I) Authorizing Assumption and Assignment of Certain Executory Contracts and Leases and (II) Granting Related Relief* (ECF No. 3008) (the “Assumption and Assignment Order”), Transform Holdco LLC (the “Buyer”) hereby files this Notice of Hearing (the “Notice”) to provide notice to counterparties to certain Designatable Leases (the “Designatable Lease Counterparties”) subject to extensions of the Bankruptcy Code Section 365(d)(4) period for assumption or rejection of any non-residential lease of real property of the Buyer’s intention to go forward with a hearing (the “Hearing”) to resolve any outstanding objections to the assumption and assignment of certain leases between the Designatable Lease Counterparties and the Debtors. The Hearing is to be held before the Honorable Robert D. Drain, United States Bankruptcy Court, 300 Quarropas Street, White Plains, New York (the “Bankruptcy Court”) on **June 20, 2019 at 10:00 a.m. (Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that the Assumption and Assignment Order permits the Debtor to assume and assign certain executory contracts and unexpired leases upon notice to the relevant counterparties. The Assumption and Assignment Order provides that where timely objections to a notice of assumption and assignment are filed, such objections may be heard by filing a notice of hearing with the Court on at least ten (10) days’ notice.

PLEASE TAKE FURTHER NOTICE that the Court previously held a hearing with respect to the majority of Designatable Leases between the Debtors and counterparties on May 8, 2019 (the “Initial Assumption Hearing”) after which the Court entered the *Order (I) Authorizing Assumption and Assignment of Certain Leases and (II) Granting Related Relief* on May 13, 2019 (ECF No. 3850) overruling certain objections to assumption of certain

Designatable Leases and authorizing the Debtors to assume and assign certain Designatable Leases to the Buyer or the Buyer's assignee.

PLEASE TAKE FURTHER NOTICE that the Designatable Lease Counterparties listed on Schedule 1 attached hereto have each executed stipulations with the Buyer and Debtors extending the time period required by Bankruptcy Code Section 365(d)(4) by which certain Designatable Leases between the Designatable Lease Counterparty and the Debtors must be assumed and assigned or deemed rejected (the "Section 365(d)(4) Extensions") and the Court has so ordered each Section 365(d)(4) Extension. To date, the Designatable Leases with each Designatable Lease Counterparty listed on Schedule 1 have not been assumed and assigned to the Buyer or Buyer's Assignee due to pending formal or informal objections to assumption and assignment of the Designatable Lease Counterparty.

PLEASE TAKE FURTHER NOTICE that, to avoid deemed rejection of certain of the Designatable Leases pursuant to Bankruptcy Code Section 365(d)(4), the Buyer intends to go forward with resolving all pending informal and formal objections to the potential assumption and assignment of the Designatable Leases with the Designatable Lease Counterparties listed on Schedule 1 at the Hearing.

PLEASE TAKE FURTHER NOTICE that any objecting parties, including each Designatable Lease Counterparty listed on Schedule 1 are required to attend the Hearing, and failure to appear may result in relief being granted upon default.

PLEASE TAKE FURTHER NOTICE that the Buyer continues to work with the Designatable Lease Counterparties to resolve certain informal objections and expects to resolve several of the pending informal or formal objections of the Designatable Lease Counterparties prior to the Hearing. The Buyer or Debtors will update the hearing agenda in

advance of the Hearing pursuant to the Amended Case Management Order to reflect any resolutions of pending informal or formal objections of the Designatable Lease Counterparties.

Dated: June 10, 2019

/s/ Luke A. Barefoot

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Schedule 1

Designatable Lease Counterparties